

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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**NOTICE OF REJECTION OF EXECUTORY
CONTRACTS AND UNEXPIRED LEASES**

PLEASE TAKE NOTICE that, on January 3, 2013, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Procedures Order”) authorizing the Debtors to implement expedited procedures for the rejection of one or more executory contracts and unexpired leases in the above-captioned chapter 11 cases (the “Chapter 11 Cases”). A copy of the Procedures Order is attached hereto.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Procedures Order, the Debtors hereby provide notice of the intent to reject the contracts and leases identified below.

PLEASE TAKE FURTHER NOTICE that, objections, if any, to this Notice must be filed with the Court and served so that it is actually received by the following parties not less than fourteen (14) days after the date this Notice is filed: (i) Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, New York 10104 (Attn: Lorenzo Marinuzzi and Samantha Martin); (ii) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Brian S. Masumoto, Esq.); (iii) counsel to the Creditors’ Committee, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas New York, NY 10036, (Attn: Kenneth H. Eckstein and Douglas H. Mannal); and (iv) counsel to Ally Financial, Inc., Kirkland & Ellis, 601 Lexington Avenue, New York, New York 10022 (Attn: Ray C. Schrock, Stephen E. Hessler, and Craig A. Bruens) (the “Objection Notice Parties”).

PLEASE TAKE FURTHER NOTICE that, if no written objection is filed and served in accordance with the terms of the Procedures Order, the following contracts and leases will be rejected pursuant to 11 U.S.C. § 365(a), effective as of the date set forth in the chart below, or, if no such date is set forth, the date this Notice is filed with the Court; provided, however, that the effective date of the rejection of a contract or lease shall not occur until the later of: (i) the date the Debtors file and serve this Notice; (ii) the date the Debtors surrender the premises under a lease for non-residential real property, if applicable, by notifying the affected landlord in writing of the Debtors’ surrender of the premises and turning over the keys, key

codes and security codes, if any, to the affected landlord, and (iii) the Collection Deadline,¹ if applicable, expires (the “Rejection Date”).

PLEASE TAKE FURTHER NOTICE that, if an objection to this Notice is timely filed and received, and not withdrawn or otherwise resolved, the Debtors shall schedule a hearing on such objection and provide at least seven (7) calendar days’ notice of such hearing to the objecting party and the Objection Notice Parties. If the Court ultimately upholds the Debtors’ determination to reject the applicable contract or lease, then the contract or lease shall be deemed rejected (i) as of the Rejection Date, or (ii) as otherwise determined by the Court as set forth in any order overruling such objection.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Procedures Order, for any claim that you may assert against the Debtors as a result of the rejection of any contract or lease, you must submit a proof of claim for damages arising from such rejection, if any, to Kurtzman Carson Consultants,² the Court-approved claims processing agent, on or before the later of (i) the deadline for filing proofs of claim established by the Court in the Chapter 11 Cases or (ii) forty-five (45) days after the filing of this Notice. A proof of claim form will be available at www.kccllc.net. If you do not timely file such proof of claim, you shall be forever barred from asserting a claim for rejection damages arising from the rejection of the above-referenced lease or contract.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Procedures Order, if the Debtor has deposited funds with a contract or lease counterparty as a security deposit or other arrangement, the counterparty may not set off or otherwise use such deposit without the prior authority of the Court or agreement between the counterparty and the Debtors.

New York, New York
Dated: October 21, 2013

/s/ Gary S. Lee
Gary S. Lee
Lorenzo Marinuzzi
Samantha Martin
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
*Counsel to the Debtors
and Debtors in Possession*

¹ If the Debtors indicate herein their intention to abandon personal property that is (i) subject to a true lease, and (ii) located at a premises that is the subject of this Notice, the automatic stay shall be deemed modified to permit the respective personal property lessor to retrieve such abandoned property within seven (7) days of the date following the filing of this Notice (the “Collection Deadline”).

² Claims should be sent to the following address:

ResCap Claims Processing Center, c/o KCC
2335 Alaska Ave.
El Segundo, CA 90245

	Debtor³	Contract/Lease Counterparty Name	Address/ Contact Info	Description of Contract/Lease⁴	Rejection Date
1	GMAC Mortgage, LLC	ACE Risk Evaluations	PO BOX 823461 Philadelphia, PA 19182-3461	Agreement relating to Underwriting & Quality Control Services dated October 26, 2009	October 21, 2013
2	GMAC Mortgage, LLC	Advantage Building & Facility Services, LLC	901 South Bolmar Street, Building III West Chester, PA 19382	Vendor Agreement or Statement of Work, dated February 22, 2010	October 21, 2013
3	GMAC Mortgage, LLC	Aircastle Mortgage Services, LLC	P. O. Box 106 Fort Worth, TX 76101	Statement of Work for Document Retrieval Services, dated January 16, 2008	October 21, 2013
4	GMAC Mortgage, LLC	Aircastle Mortgage Services, LLC	P. O. Box 106 Fort Worth, TX 76101	Master Agreement – Document Retrieval Services dated September 22, 2005	October 21, 2013
5	GMAC Mortgage, LLC	Aircastle Mortgage Services, LLC	P. O. Box 106 Fort Worth, TX 76101	Master Agreement - Document Retrieval Services, dated September 22, 2005	October 21, 2013
6	GMAC Mortgage, LLC	Allonhill	1515 Arapahoe St. Tower 3, Suite 400 Denver, CO 80202	Master Agreement for Allon Hill and GMACM, dated August 22, 2012	October 21, 2013
7	Residential Funding Company, LLC	Ambac Assurance Corporation	1500 Main Street Suite 1000 Springfield, MD 01115	Cross-Collateralization Agreement of Residuals - Pooling and Servicing Agreement, dated May 3, 2004	October 21, 2013
8	Residential Funding Company, LLC	Analysts International	3602 West 76th Street, Suite 600, Minneapolis MN 55435	Work Order - Staff Augmentation, dated September 21, 2005	October 21, 2013
9	Residential Funding Company, LLC	Babson Capital Management	1500 Main Street Suite 1000 Springfield, MD 01115	Data Sharing Agreement, dated June 22, 2006	October 21, 2013

³ This chart identifies each debtor only by its current name. To the extent a contract was executed by Residential Capital Corporation, GMAC Mortgage Corporation, or Residential Funding Corporation, the Debtor will be identified here as Residential Capital, LLC, GMAC Mortgage, LLC, or Residential Funding Company, LLC, respectively. In addition, references in the chart to “GMAC-RFC” may refer to either of Residential Funding Company, LLC or GMAC Mortgage, LLC, as the case may be.

⁴ For the avoidance of doubt, rejection of an amendment or a statement of work constitutes rejection of the entire agreement.

	Debtor³	Contract/Lease Counterparty Name	Address/ Contact Info	Description of Contract/Lease⁴	Rejection Date
10	Residential Funding Company, LLC	Bear, Stearns & Co Inc.	383 Madison Avenue Suite 2700 New York, NY 10179	Data Sharing Agreement, dated February 6, 2006	October 21, 2013
11	GMAC Mortgage, LLC	Bottomline Technologies	124 N First Ave Arcadia, CA 91006	Software License Agreement, dated June 30, 2005	October 21, 2013
12	GMAC Mortgage, LLC	Cross Country Home Services Inc.	1625 NW 136th Ave Ste 2000 Fort Lauderdale, FL 33323	Marketing Collection Agreement Amendment 4, dated May 22, 2003	October 21, 2013
13	GMAC Mortgage, LLC	Cross Country Home Services Inc.	9062 Old Annapolis Rd. Columbia, MD 21045	Vendor Agreement or Statement of Work – Confidentiality Agreement, dated July 22, 1999	October 21, 2013
14	GMAC Mortgage, LLC	Cross Country Home Services Inc.	9062 Old Annapolis Rd. Columbia, MD 21045	Marketing Collection Agreement- First Amendment, dated January 3, 2000	October 21, 2013
15	GMAC Mortgage, LLC	Cross Country Home Services Inc.	9062 Old Annapolis Rd. Columbia, MD 21045	Amendment to Marketing/Collections Agreement, dated January 3, 2000	October 21, 2013
16	Homecomings Financial, LLC	Del Mar Database Professional Services	6165 Greenwich Drive, Suite 200 San Diego, CA 92122	Vendor Agreement or Statement of Work, dated May 18, 2004	October 21, 2013
17	Residential Funding Company, LLC	Docucorp International	5910 N. Central Expwy, Suite 800 Dallas TX 75206-5140	Master Software License Agreement, effective as of September 14, 2004	October 21, 2013
18	Residential Funding Company, LLC	Docucorp International	5910 N. Central Expwy, Suite 800 Dallas TX 75206-5140	Application Services Provider Agreement, dated as of September 14, 2004	October 21, 2013
19	GMAC Mortgage, LLC	Emmet Marvin & Martin, LLP	120 Broadway Fl 32 New York, NY 10271-3291	Data Security and Privacy Terms to enable GMAC-RFC to meet its obligations under the Safeguards Rule, effective as of May 13, 2004	October 21, 2013

	Debtor³	Contract/Lease Counterparty Name	Address/ Contact Info	Description of Contract/Lease⁴	Rejection Date
20	Homecomings Financial, LLC	Fisher Law Group	9440 Pennsylvania Avenue, Upper Marlboro, MD 20772	Data Security and Privacy Terms, dated May, 13, 2004	October 21, 2013
21	GMAC Mortgage Corporation	GBH Communications, Inc.	540 West Colorado Street Glendale, CA 91204	Audio and Video Communication Equipment Master Agreement, dated September 05, 2007	October 21, 2013
22	GMAC Mortgage, LLC	Genpact International	40 Old Ridgebury Rd., 3rd Floor Danbury, CT 06810	Service Order with Genpact for ResCap Consumer Lending Back Office Services, dated as of August 22, 2011	October 21, 2013
23	GMAC Mortgage, LLC	Genpact International	40 Old Ridgebury Rd., 3rd Floor Danbury, CT 06810	Change Order for end to end loan processing services, dated October 04, 2012	October 21, 2013
24	GMAC Mortgage, LLC	Genpact International	40 Old Ridgebury Rd., 3rd Floor Danbury, CT 06810	Change order 1 to the consumer lending SOW, dated September 23, 2011	October 21, 2013
25	GMAC Mortgage, LLC	Green Team Lawn Care	2613 Fander Dr. Cedar Falls, IA 50613	Statement of Work for Landscaping & Lawn Care Services, dated April 01, 2009	October 21, 2013
26	GMAC Mortgage, LLC	Green Team Lawn Care	2613 Fander Dr. Cedar Falls, IA 50613	Statement of Work for Lawn Care Services for Waterloo, Iowa property, dated October 20, 2009	October 21, 2013
27	GMAC Mortgage, LLC	Green Team Lawn Care	2613 Fander Dr. Cedar Falls, IA 50613	Statement of Work for Landscaping & Lawn Care Services, dated April 01, 2009	October 21, 2013
28	GMAC Mortgage, LLC	Green Team Lawn Care	2613 Fander Dr. Cedar Falls, IA 50613	Statement of Work for Lawn Care Services for Waterloo, Iowa property, dated October 01, 2008	October 21, 2013
29	GMAC Mortgage, LLC	Harmon Law Offices	150 California St. Newton, MA 24610389	Statement of Work to Master Service Agreement	October 21, 2013

	Debtor³	Contract/Lease Counterparty Name	Address/ Contact Info	Description of Contract/Lease⁴	Rejection Date
30	GMAC Mortgage, LLC	Indecomm Holding Incorporated	200 Middlesex Essex Turnpike Suite 102 Iselin, NJ 08830	Amendment 1 to Lien Release SOW, dated January 1, 2011	October 21, 2013
31	GMAC Mortgage, LLC	Indecomm Holding Incorporated	200 Middlesex Essex Turnpike Suite 102 Iselin, NJ 08830	SOW for Loan Modification Title Search and Recording Services, dated January 27, 2011	October 21, 2013
32	GMAC Mortgage, LLC	Indecomm Holding Incorporated	200 Middlesex Essex Turnpike Suite 102 Iselin, NJ 08830	Amendment to Assign from GMAC Mortgage to GMAC Inc., dated April, 01, 2010	October 21, 2013
33	GMAC Mortgage, LLC	Indecomm Holding Incorporated	200 Middlesex Essex Turnpike Suite 102 Iselin, NJ 08830	Statement of Work for supplier to populate Loan Disclosure Data Field form, dated May 1, 2012	October 21, 2013
34	GMAC Mortgage, LLC	Indecomm Holding Incorporated	200 Middlesex Essex Turnpike Suite 102 Iselin, NJ 08830	Amended and Restated SOW, dated June 14, 2012	October 21, 2013
35	GMAC Mortgage, LLC	Indecomm Holding Incorporated	200 Middlesex Essex Turnpike Suite 102 Iselin, NJ 08830	Vendor Agreement or Statement of Work	October 21, 2013
36	GMAC Mortgage, LLC	Indecomm Holding Incorporated	200 Middlesex Essex Turnpike Suite 102 Iselin, NJ 08830	First Amendment to Master Servicing Agreement, dated June 18, 2012	October 21, 2013
37	Residential Funding Company, LLC	Knight-Ridder Business Information Services	75 Wall Street New York. NY 10006	Subscription Schedule-Knight-Ridder to provide the Basic Services, Optional Services and Equipment, dated March 31, 1995	October 21, 2013
38	Executive Trustee Services, LLC	LPS Mortgage Processing Solutions	PO BOX 809007 CHICAGO, IL 60680-9007	Vendor Agreement or Statement of Work, dated November 28, 2012	October 21, 2013
39	Executive Trustee Services, LLC	LPS Portfolio Solutions, LLC	601 Riverside Ave., Building 5, 2nd Floor Jacksonville, FL 32204	Confidentiality or Non-Disclosure Agreement, dated December 28, 2012	October 21, 2013

	Debtor³	Contract/Lease Counterparty Name	Address/ Contact Info	Description of Contract/Lease⁴	Rejection Date
40	Executive Trustee Services, LLC	LPS Portfolio Solutions, LLC	601 Riverside Ave., Building 5, 2nd Floor Jacksonville, FL 32204	Master Software License Agreement, dated May 12, 2006	October 21, 2013
41	Executive Trustee Services, LLC	LPS Portfolio Solutions, LLC	601 Riverside Ave., Building 5, 2nd Floor Jacksonville, FL 32204	Confidentiality or Non-Disclosure Agreement, dated January 28, 2013	October 21, 2013
42	Executive Trustee Services, LLC	LPS Portfolio Solutions, LLC	601 Riverside Ave., Building 5, 2nd Floor Jacksonville, FL 32204	Confidentiality or Non-Disclosure Agreement, dated November 28, 2012	October 21, 2013
43	Homecomings Financial, LLC	McDowell Riga	46 W Main Street Maple Shade, NJ 08052	Data Security and Privacy Terms, dated May 12, 2004	October 21, 2013
44	Homecomings Financial, LLC	McDowell Riga	46 W Main Street Maple Shade, NJ 08052	Data Security and Privacy Terms, dated November 01, 2006	October 21, 2013
45	GMAC Mortgage, LLC	MGIC Investor Services Corporation	250 E Kilbourn Ave, Milwaukee, WI 53202	Amendment to the Agreement for Unclosed Loan Underwriting Review, dated July 20, 2007	October 21, 2013
46	GMAC Mortgage, LLC	Mortgage Delivery Specialists LLC	161 W Wisconsin Ave, Suite 2H Pewaukee, WI 53072	Statement of Work for GSE Data Extract, dated January 05, 2011	October 21, 2013
47	Residential Funding Company, LLC	National City Mortgage Co.	3232 Newark Drive Miamisburg, OH 45342	Original Non-Disclosure Agreement for National City's Review of Application Scan, dated January 19, 2005	October 21, 2013
48	Residential Funding Company, LLC	National City Mortgage Co.	3232 Newark Drive Miamisburg, OH 45342	Non-Disclosure Agreement, dated as of October 11, 2002	October 21, 2013
49	Homecomings Financial, LLC	NEOPOST	29200 Northwestern Hwy, Ste 170 Southfield, MI 48034	Master Agreement, dated November 01, 2005	October 21, 2013
50	GMAC Mortgage, LLC	Parametric Technology Corporation	1201 7th Street Moline, IL 61244	Amendment 2 - Software License Agreement, dated as of March 4, 2008	October 21, 2013

	Debtor³	Contract/Lease Counterparty Name	Address/ Contact Info	Description of Contract/Lease⁴	Rejection Date
51	GMAC Mortgage, LLC	Partners Services	2250 Terminal Road Roseville, MN 55113	Carpet cleaning services for Eden Prairie and Minneapolis properties, dated March 01, 2009	October 21, 2013
52	Residential Funding Company, LLC	Pershing LLC	One Pershing Plaza Jersey City, NJ 07398	Bloomberg Integrator/Trading System Agreement, dated September 21, 2009	October 21, 2013
53	Residential Funding Company, LLC	PGP Corporation	3460 West Bayshore Road Palo Alto, CA 94303	Vendor Agreement or Statement of Work	October 21, 2013
54	GMAC Mortgage, LLC	Pitney Bowes Software, Inc.	PO Box 911304 Dallas, TX 75391-1304	Amendment to Database License Agreement, dated September 12, 2012	October 21, 2013
55	GMAC Mortgage, LLC	Pulse Marketing	3310 W Big Beaver RD Suite 138 Troy, MI 48084	Vendor Agreement or Statement of Work, dated July 09, 2010	October 21, 2013
56	Residential Funding Company, LLC	R.J. O'Brien	222 South Riverside Plaza Ste. 900 Chicago, IL 60606	Institutional Account Agreement, dated February 07, 2003	October 21, 2013
57	GMAC Mortgage, LLC	Reisenfeld & Associates	3962 Red Bank Rd. Cincinnati, OH 45227	Attorney Engagement Agreement (Foreclosure), dtd 02/15/2012	October 21, 2013
58	GMAC Mortgage, LLC	Reisenfeld & Associates	3962 Red Bank Rd. Cincinnati, OH 45227	Engagement Letter for direct sourcing for foreclosure and bankruptcy, dated March 12, 2007	October 21, 2013
59	Residential Funding Company, LLC	Risk Management Solutions, Inc.	250 Harry Lane Blvd Knoxville, TN 37923	Amendment Number 1 to RiskExec Subscription Agreement, dated June 15, 2006	October 21, 2013
60	GMAC Mortgage, LLC	Signature Consultants, Inc.	2200 W Coml Blvd Ste 207 Fort Lauderdale, FL 33309	Vendor Agreement or Statement of Work, dated June 25, 2003	October 21, 2013
61	GMAC Mortgage, LLC	South & Associates	6363 College Blvd Suite 100 Overland Park, KS 66211	Attorney Engagement Agreement (Foreclosure), dated February 14, 2012	October 21, 2013
62	GMAC Mortgage, LLC	South & Associates	6363 College Blvd Suite 100 Overland Park, KS 66211	Engagement Letter, dated January 10, 2007	October 21, 2013

	Debtor³	Contract/Lease Counterparty Name	Address/ Contact Info	Description of Contract/Lease⁴	Rejection Date
63	Homecomings Financial, LLC	Sprint Communications Company L.P.	6391 Sprint Parkway Overland Park, KS 66251-2525	Fourth Amendment to Sprint Custom Service Agreement, dated 6-25- November 12, 2002	October 21, 2013
64	GMAC Mortgage, LLC	Standard & Poor's	2542 Collection Center Drive, Chicago, IL 60693	Rating Services Engagement Agreement, dated April 20, 2012	October 21, 2013
65	GMAC Mortgage, LLC	StreetLinks National Appraisal Services	2114 Central Street Suite 600 Kansas City, MO 64108	Vendor Agreement or Statement of Work, dated December 03, 2010	October 21, 2013
66	Residential Funding Company, LLC	Street Software Technology, Inc.	230 Park Avenue Suite 1544 New York, NY 10169 Attn: Beatrice Nerjes	Portfolio Pricing Service of End User's cusip list	October 21, 2013
67	GMAC Mortgage, LLC,	Sybase Inc.	14800 Quorum Dr Dallas, TX 75254	Master Agreement relating to Shrink-Wrap Software, dated December 11, 2007	October 21, 2013
68	GMAC Mortgage, LLC	Sybase Inc.	14800 Quorum Dr Dallas, TX 75254	Purchase Order- Procure PowerBuilder dated September 30, 2008	October 21, 2013
69	Residential Funding Company, LLC	Synaptec Software, Inc.	332 South Michigan Avenue Chicago, IL 60604	Legal Case Matter Software Agreement, dated December 07, 2004	October 21, 2013
70	Residential Funding Company, LLC	Towers Watson Delaware, Inc.	28411 Northwestern Highway Southfield, MI 48034	Engagement Letter, Consulting services	October 21, 2013
71	Residential Funding Company, LLC	Valuemomentum, Inc	3001 Hadley Rd #8, South Plainfield, NJ 07080	Non-Disclosure Agreement, dated May 05, 2004	October 21, 2013
72	GMAC Mortgage, LLC	Verizon Select Services, Inc.	Verizon Business Services Legal Department Attn: Associate General Counsel, Premier Accounts 1 International Drive Rye Brook, NY 10573	Amendment 4 to Business Services Agreement, dated May 4, 2007	October 21, 2013
73	GMAC Mortgage, LLC	Waste Management	PO Box 4648 Carol Stream, IL 60197-4648	Vendor Agreement or Statement of Work, dated February 23, 2009	October 21, 2013

	Debtor³	Contract/Lease Counterparty Name	Address/ Contact Info	Description of Contract/Lease⁴	Rejection Date
74	GMAC Mortgage, LLC	Weiland Financial Group, Inc.	2275 Half Day Road Bannockburn, IL 60015	Software License Agreement, dated December 09, 2008	October 21, 2013
75	GMAC Mortgage, LLC	Weiland Financial Group, Inc.	2275 Half Day Road Bannockburn, IL 60015	Software License Agreement, dated December 09, 2008	October 21, 2013
76	GMAC Mortgage, LLC	Xtremesoft Inc.	Xtremesoft, Inc. 800 West Cummings Park Suite 1750 Woburn,MA 01801 USA Attn: Michael Dexter- Smith	Unilateral Non- Disclosure Agreement	October 21, 2013
77	GMAC Mortgage, LLC	Young Electric Sign Company	5119 South Cameron Street Las Vegas, NV 89118	Amendment 1 Modifying Terms and Conditions, dated October 30, 2002	October 21, 2013